

Ref: SPFSL/BSE/SEC/2023-24/59

Date: January 25, 2024

Dear Sir/Madam,

Sub: Corrigendum to the Notice of Postal Ballot dated January 01, 2024

We enclose herewith Corrigendum to the Postal Ballot Notice dated January 01, 2024 of the Company.

This corrigendum forms an integral part of the Postal Ballot Notice and shall be read in conjunction with the Postal Ballot Notice. All other contents of the Postal Ballot Notice, save and except as modified by this communication, shall remain unchanged.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Supra Pacific Financial Services Limited

Leena Yezhuvath  
Company Secretary

**SUPRA PACIFIC FINANCIAL SERVICES LIMITED**

**CIN: L74140MH1986PLC039547**

Registered Office: Dreamax Height, Shop No. 1, First floor, Upadhyay Compound, Jija Mata Road, Near Pump House, Andheri East, Chakala Midc, Mumbai, Mumbai, Maharashtra, India, 400093

**CORRIGENDUM /ADDENDUM TO NOTICE OF POSTAL BALLOT DATED 01.01.2024**

This Corrigendum has been issued to correct the following in the notice of postal ballot dated 01.01.2024 issued by the Company;

1. The pre shareholding of Mr. Abraham Stott Babu has been changed to "2015" instead of "697" wherever appears in the postal ballot notice dated 01.01.2024.
2. The post issue no of equity shares with Percentage under item M in the explanatory statement in the notice of postal ballot of Mr. Abraham Stott Babu has been changed to 21245 (0.0796 %) from 19927 (0.0745%).
3. Two allottees, namely LISA LAIBY JOHN (PAN:BTRPJ7188K) and RAJENDRAN K P (PAN:AGUPR0945B) have been excluded from the list of allottees and the revised List of allottees is added wherever the list of allottees appear in the postal ballot.
4. The Amount which the company intends to raise by way of such Equity Shares is changed to Rs. ₹ 16,07,98,586.00/- (Rupees Sixteen Crore Seven Lakh Ninety Eight Thousand Five Hundred and Eighty Six only) from Rs. 16,23,48,550.00/- (Rupees Sixteen Crore Twenty Three Lakh Forty Eight Thousand Five Hundred and Fifty only).
5. The total Number of shares proposed for issue has been changed to 61,84,561 (Sixty One Lakh Eighty Four Thousand Five Hundred and Sixty One Only) instead of 62,44,175 (Sixty Two Lakh Forty Four Thousand One Hundred Seventy Five only).
6. The Pre shareholding pattern and post shareholding pattern under item K in the explanatory statement in the notice of postal ballot is updated.
7. Under the explanatory statement in the notice of postal ballot, equity shares to promoter and public (non promoter) on preferential basis is changed to Public (non promoter).

The corrigendum should be read with the postal ballot as mentioned above and the shareholders are requested to consider the resolution keeping in view of the above mentioned corrections.

This corrigendum shall be sent to all the shareholders of the Company.

The corrigendum is also placed on the website of the Company and also will be published in the Newspaper edition of "The Financial Express" English newspaper and "Mumbai Lakshdweep" Marathi newspaper.

For Supra Pacific Financial Services Limited

Sd/-  
Leena Yezhuvath  
Company Secretary  
M. No. ACS 61387

Place: Kochi  
Date: 25.01.2023

## **NOTICE OF POSTAL BALLOT**

Notice is hereby given to the Members of Supra Pacific Financial Services Limited (Formerly known as Supra Pacific Management Consultancy Limited) ('the Company'), for seeking consent of Members of the Company for transacting the special business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs(MCA):.

### **Special Business:**

#### **1. ISSUE CREATE AND ALLOT 6184561 EQUITY SHARES TO PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, up to 61,84,561 (Sixty One Lakh Eighty Four Thousand Five Hundred and Sixty One) equity shares of face value of ₹

10.00 (Rupees ten only) each of the Company ('Equity Shares') at an issue price of ₹ 26.00 (Rupees twenty six only) (including premium of ₹ 16.00 (Rupees sixteen only)) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 16,07,98,586.00 (Rupees Sixteen Crore Seven Lakh Ninety Eight Thousand Five Hundred and Eighty Six only) to the following persons (proposed allottees)

Sr No	Name of the Proposed Allottee(s)	Present holding of Equity shares	Category	Proposed No. of Equity Shares
1	RAJESH NAIR	2407	Public	38461
2	PREETI SURI	0	Public	38461
3	SREEKALA VIJAYAN	0	Public	19230
4	PALLATH ALI	0	Public	38461
5	NEETHU SEBASTIAN	0	Public	19230
6	RIJUL DAS VELIYODAN	0	Public	19230
7	IRENE SOSA KURIAKOSE	0	Public	19230
8	SIDHIQ	0	Public	19230
9	SABI VALLYARAMBATH KARUNAKARAN BALAMANI	500	Public	19230
10	MANNUKUSUMBIL JOSEPH JAMES	0	Public	19230
11	ASHISH THOMAS	0	Public	38461
12	MANOJ KUMAR NADUPARAMBIL BHASKARAN	35000	Public	38461
13	VANPULLIPARAMBIL KARAPPAN PANKAJAVALLY	0	Public	21153
14	ANTON PAULSON	0	Public	38461

15	VATTAPPARAMBIL SUBRAMANIAN JAYAN	46978	Public	19230
16	KULANGARA OUSEPH THOBIAS	43956	Public	19230
17	BINU ALAPPATT	50000	Public	30769
18	MEERA JACOB	0	Public	19230
19	BALAGANGADHARATHILAKAN VELUTHEDATH PARAMBIL GOVINDAN	0	Public	19230
20	ANGEMADATHIL JOSEPH THANKACHAN	0	Public	61538
21	MADHAVADAS MENON	0	Public	19230
22	SIVARAJAN KUTTAPPAN KUTTAPPAN	98104	Public	19230
23	RAJAN THUNDINAKATHU KRISHNAN	0	Public	23076
24	BOBAN SUKUMARAN	55000	Public	44230
25	GEORGE ARAYAKUNNEL LUKA	0	Public	28846
26	DAISY THOMAS	0	Public	19230
27	SREEJA RAGHAVAN	0	Public	19230
28	LINYMOL ANTONY	17582	Public	19230
29	JOSEPH CHERIAN JOSEPH	0	Public	19230
30	ARAVIND JAYAKUMAR JYOTHISREE	0	Public	38461
31	KOTTARATHIL PHILIP VARGHESE	0	Public	19230
32	KUNDANNUR KRISHNAN ACHARI SUNIL KUMAR	25000	Public	38461
33	VINESH BABY MOOLEN	0	Public	19230

34	KAKKASSERY MANEY FREEJO	0	Public	38461
35	JESSY ANTONY	0	Public	38461
36	PANDARIKKAL GOPINATHAN BABURAJAN	50000	Public	19230
37	JOSHI PAUL KANJIRATHINGAL	0	Public	19230
38	RANI	0	Public	25000
39	PRINCE PERUMBILLY PATHROSE	0	Public	19230
40	VALOOPARAMBIL RAJESH DEEPA	0	Public	38461
41	VALOOPARAMBIL KUTTAN RAGHU	0	Public	38461
42	JAMALU	0	Public	38461
43	KUTTAPPAN VADAKKAPURAKKAL KUMARI	0	Public	19230
44	MANKARA SANKARAN RADHAKRISHNAN	0	Public	19230
45	DEVASSY THAIKKATTIL JOSEPH	0	Public	38461
46	SOFY WILSON	0	Public	19230
47	NANDAKUMAR CHANDRAN	0	Public	38461
48	JAYANAND BALAKRISHNAN	0	Public	19230
49	SATHEESAN PARAKKAL SOUMYA	0	Public	19230
50	CHERUVIL CHACKO ANNAMMA	0	Public	23076
51	ABDUL JABBAR VAKKULATHIL	125000	Public	115384
52	PALLIPURAM JOB JOSE	50000	Public	19230
53	KUZHALLMANNAM LAKSHMINARAYANAN SWARNA	50000	Public	19230

54	GARATTIKKAL VELAPPAN SUDARSANAN	0	Public	38461
55	PADIKKALA ANTHAPPAN JOHNY	0	Public	19230
56	ANILKUMAR AMBILY	4395	Public	76923
57	ABRAHAM STOTT BABU	2015	Public	19230
58	HEMA BALAKRISHNAN	0	Public	19230
59	JAMES LONAPPAN CHITILAPPILLY	0	Public	38461
60	NJALIPARAMBIL FRANCIS PRINCE	0	Public	38461
61	CHALISSERY ANTONY JOS	0	Public	19230
62	RAJEEV THEKKOOT	0	Public	23076
63	PRASANNAKUMARAN NAIR RAMAKRISHNA PILLAI	0	Public	7692
64	PULIKKOTTIL RAPPAI GEORGE	50000	Public	11538
65	SARASWATHI KORATH	0	Public	11538
66	BENNI LUKOSE	0	Public	19230
67	JIYA	0	Public	19230
68	CHACKO VALIPLAKEL GEEVARGHIS	50000	Public	19230
69	KALLIATH THOMAS JOSE	50000	Public	76923
70	ALEXANDER GEORGE	50000	Public	76923
71	TINA ANTONY	100000	Public	76923
72	DHANU CHERIAN ABRAHAM	0	Public	38461

73	KANDANGATH VASU VINURAJ	51086	Public	19230
74	MARTIN GEORGE	50000	Public	19230
75	JENIL JOSE	0	Public	19230
76	VETTUMBILLY KRISHNANKUTTYNAIR ANILKUMAR	0	Public	19230
77	JAYARSON JOSE	0	Public	19230
78	KOLLARA VIJAYARAGHAVAN VINOD	0	Public	19230
79	USHA RAJAN	106176	Public	19230
80	MANALETHU GEORGE SUNNY	13186	Public	11538
81	CHALIL KURIAN MARY	0	Public	19230
82	TESSY PADINJARETHALA	0	Public	7692
83	GOPAKUMAR VIJAYAKUMARAN NAIR	0	Public	7692
84	CENTREAL CONSULTANCY SERVICES PRIVATE LIMITED	2198012	Public	1923076
85	SHEER CAPITAL VENTURES	3006474	Public	1923076

in such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

**“RESOLVED FURTHER THAT** the minimum price of the Equity shares issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- a) The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange BSE, being the Stock Exchange in which the shares of the company is listed preceding the “Relevant Date”; or
- b) The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares quoted on the Stock Exchange, BSE being the Stock Exchange in which the shares of the company’s listed volume has been recorded during the said period) preceding the “Relevant Date”; or



c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

**“RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as January 5, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum Application letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting it to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the

Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

**2. Reclassification of Mr. Arunkumar CM from promoters/ promoter Group to "Public" Shareholder category.**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approvals from the BSE Limited ("BSE") and such other approvals as may be necessary, consent of the shareholders/members of the Company be and is hereby accorded for the reclassification of the shareholder, Mr. Arunkumar CM from "Promoters/ Promoter Group" category to "Public" category."

**"RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to perform all such acts, deeds, matters and things as may be required, to execute all documents as may be required and take all such steps and decisions to give full effect to the aforesaid resolutions."

**"RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

**3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to ₹ 25.00 Crore (Rupees twenty five Crore only).**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time

being in force) consent of the shareholders/members of the Company be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Centreal Bazaar India Limited, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in view the best interest of the company and agreed by the related party(s).

Name of the related Party	<b>M/s Centreal Bazaar India Limited</b>
Name of the Director who is related, if any	<b>Shri Joby George (DIN: 06429801), Shri Sandeep Babu T (DIN: 08242822), Shri Joly Sebastian (DIN: 10168844), and Shri Anvar K S (DIN: 09763977)</b>
Nature of Relationship	<b>Common Directorship/ Common KMP</b>
Nature, Material terms, monetary value and particulars of the contract or arrangements	<b>Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Lease/ Reimbursement of Expenses / Business Support Services/Inter Corporate Loan/Sale of Fixed Assets/Purchase of Fixed Assets</b>
Tenure	<b>5 years</b>
Value of the proposed Transaction	<b>Rs. 25 Crore</b>
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	<b>NA</b>
Justification for why the proposed transaction is in the interest of the listed entity:	The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed Transactions involve transaction in relation to loans, however does not involve inter-corporate deposits, advances or investments made or given by the listed entity.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
Any other information relevant or important for the members to take decision on the proposed	<b>Nil</b>

resolution
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"RESOLVED FURTHER THAT all Executive Directors, Chief Financial Controller and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

**4. To consider and approve the appointment of Mr. Abidh Abubakkar (DIN 08569590) as an Executive Director of the Company.**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Section 149, 150,152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Abidh Abubakkar (DIN 08569590), who was appointed as an Additional Director on 29.11.2023 be and is hereby appointed as an Executive Director of the Company to hold office for a term up to 5 consecutive years commencing from 29.11.2023 and who shall be liable to retire by rotation."

**RESOLVED FURTHER THAT** Mr. Joby George (DIN: 06429801), Chairman and Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eform(s) with the Registrar of Companies."

By Order of the Board  
For Supra Pacific Financial Services Limited  
Sd/-  
Leena Yezhuvath  
Company Secretary and Compliance Officer

Date: January 1, 2024  
Place: Kochi

**NOTES:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted is annexed hereto.

2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, December 29, 2023 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited ("RTA").

3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this Notice.

4. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') on December 29, 2023.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 29, 2023, will be considered for the purpose of voting. A person who is not a Member as on Friday, December 29, 2023 i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only. Members may note that the Postal Ballot Notice will be available on the Company's website [www.suprapacific.com](http://www.suprapacific.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL, the e-Voting Service Provider (ESP).

6. The Board of Directors have appointed CS Vivek Kumar (M. No. F9353), Partner, M/s. DV & Associates, Practicing Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.

7. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link in the website and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier at Shri CS Vivek Kumar (M. No. F9353), Scrutinizer for Postal Ballot, 2nd Floor, Tharayathu, LM Paily Road Jn., Vyttila, Ernakulam, Kerala, India, PIN: 682019 so as to reach on or before 5.00 P.M., Sunday, February 4, 2024.

8. Members may vote on the postal ballot from Saturday, January 6, 2024 to Sunday, February 4, 2024. In terms of the requirements of SEBI Circular, the e-voting period begins

at 09.00 A.M. (IST) on Saturday, January 6, 2024 and ends at 5.00 P.M. (IST) Sunday, February 4, 2024. Thereafter, the e-voting module shall be disabled by CDSL.

9. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs) in order to increase the efficiency of the voting process.

10. Individual demat account holders would be able to cast their vote, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

11. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.

12. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST) and signed should be sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on Sunday, February 4, 2024 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutiniser will submit his report after completion of the scrutiny on or before 5.00 P.M. on Sunday, February 4, 2024 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, February 6, 2024. The results along with the Scrutiniser's report shall be available on Company's website, [www.suprapacific.com](http://www.suprapacific.com) and shall also be communicated to the Stock Exchanges.

13. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting.

14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, December 29, 2023. Members can vote for their entire voting rights as per their discretion.

15. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days.

#### **VOTING THROUGH ELECTRONIC MEANS**

- (i) The voting period begins on Saturday, 06.01.2024 at 9.00 AM and ends on Sunday 04.02.2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to

provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li data-bbox="799 1182 1369 1536">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="799 1563 1369 2009">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.</li> </ol>

	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@suprapacific.com](mailto:cs@suprapacific.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),



(Formerly Known as Supra Pacific Management Consultancy Limited)  
A Non-Banking Finance Company  
(Shares Listed at BSE)

CIN: L74140MH1986PLC039547

Regd. Office: Dreamax Height, Shop No.1, First Floor,  
Upadhyay Compound, Jija Mata Road, Near Pump House,  
Andheri East, Mumbai, Maharashtra – 400093, India

Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Place: Kochi**  
**Date: 01.01.2024**

**By Order of the Board**  
**For Supra Pacific Financial Services Limited**  
**Sd/-**  
**Leena Yezhuvath**  
**Company Secretary**  
**M.No. ACS 61387**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 1**

**ISSUE OF 61,84,561 (SIXTY ONE LAKH EIGHTY FOUR THOUSAND FIVE HUNDRED AND SIXTY ONE ONLY) EQUITY SHARES TO PUBLIC (NON- PROMOTER) ON PREFERENTIAL BASIS.**

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company, it is proposed to issue equity shares on preferential basis to Non-Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 01.01.2024.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 23, 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

The offer for the proposed allotments as mentioned above in Item 1 shall be made by way of a common offer letter (PAS-4).

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis. Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

**A. Particulars of the offer including date of passing of Board resolution:**

To create, issue, offer and allot up to 61,84,561 (Sixty One Lakh Eighty Four Thousand Five Hundred and Sixty One Only) Equity Shares of Rs.10.00 (Rupees ten each) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees Rs. 26.00 (Rupees Twenty Six only) per Equity Share including Security Premium of Rupees Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on January 01, 2024.

**B. Number of Shares, Kinds of securities offered and the price at which security is being offered:**

To create, issue, offer and allot up to 61,84,561 (Sixty One Lakh Eighty Four Thousand Five Hundred and Sixty One Only) Equity Shares of Rs.10.00 each, on a preferential basis ("Preferential

Issue”), to the Proposed Allottees at an issue price of Rs. 26.00 per Equity Share including Security Premium of Rs.16.00 (Rupee Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

**C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:**

The Equity Shares of Company are listed on BSE for a period of more than 90 trading days as on the relevant date i.e. Friday, January 5, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

a. the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if



applicable:

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares):

Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 20.12.2023 from Mr. Anil Xavier, an Independent Registered Valuer (M.com, FCMA, FCS Registered Valuer (IBBI) SFA Reg No. IBBI/RV/05/2020/12804 and address 59/243, TMRA-116 Maliyekkal Lane, Thevara, Cochin- 682013) and the copy of the same has been hosted on the website of the Company under Investor Information tab <https://www.suprapacific.com/investor/information>. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) and Regulation 166A(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 25.94 per share. However, the issue price for this Preferential Issue is kept at Rupees 26.00 per Equity Share including Security Premium of Rupees 16 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

**D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for cash.

**E. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 26 (Rupee Twenty Six only) per Equity Share including Security Premium of Rupees 16 (Rupees Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

**F. Amount which the company intends to raise by way of such Equity Shares:**

Rs. ₹ 16,07,98,586.00/- (Rupees Sixteen Crore Seven Lakh Ninety Eight Thousand Five Hundred and Eighty Six only)

**G. The Objects of the issue through preferential offer:**

The total proceeds of the preferential offer are proposed to be used to meet increased working capital requirements such as disbursement of loans and expansion of business of the company, as the Board may from time to time decide in the best interest of the Company.

#### H. The total number of Equity Shares to be issued:

The total number of Equity Shares proposed to be issued is 61,84,561 (Sixty One Lakh Eighty Four Thousand Five Hundred Sixty One only) Equity Shares of Rupees 10.00 (Rupees ten only) each.

#### I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoters or Key Managerial Personnel intend to subscribe this offer and no contribution is being made by the promoters to subscribe either as part of the offer or separately in furtherance of these objects. None of the Directors intend to subscribe to this offer either as part of the offer or separately in furtherance of these objects.

#### J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Public – Non Institutional – Individuals.

#### K. Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Sl No	Category of Shareholders	Pre issue Shareholding details		Post Issue Shareholding details	
		No. of Shares	% of Shares	No. of Shares	% of Shares
<b>A. Promoter and Promoter Group</b>					
1	<b>Indian</b>				
	Individual	22,50,189	10.97%	22,50,189	8.43%
	Body Corporate	0	0.00%	0	0.00%
	<b>Sub Total</b>	<b>22,50,189</b>	<b>10.97%</b>	<b>22,50,189</b>	<b>8.43%</b>
2	<b>Foreign promoters</b>	0	0.00%	0	0.00%
	<b>Sub-total (A)</b>	<b>22,50,189</b>	<b>10.97%</b>	<b>22,50,189</b>	<b>8.43%</b>
<b>B. Non-promoters' holding</b>					
1	Institutions Investors	0	0	0	0
2	Non-institution				

	Private corporate bodies	23,40,566	11.41%	23,40,566	8.77%
	Directors and relatives	8,15,011	3.97%	8,15,011	3.05%
	Non-Institutions	0	0.00%	0	0.00%
	Individuals	1,42,45,276	69.45%	2,04,29,837	76.53%
	Any others (Including HUF, trusts, Clearing Members, NRIs etc.)	8,60,433	4.19%	8,60,433	3.22%
	<b>Sub-total (B)</b>	<b>1,82,61,286.00</b>	<b>89.03%</b>	<b>2,44,45,847</b>	<b>91.57%</b>
	<b>Grand Total (A+B)</b>	<b>2,05,11,475</b>	<b>100%</b>	<b>2,66,96,036</b>	<b>100.00%</b>

*Note:*

- 1) *The Pre Issue Shareholding Patterns is as on Thursday, January 4, 2024.*
- 2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.*
- 3) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
- 4) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

**L. The time frame within which the preferential issue shall be completed:**

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

**M. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and percentage of post preferential issue capital that may be held by allottees and change in control, if any, consequent to the preferential issue**

Sr No	Name of the Proposed Allottee(s)	PAN	Category	No. of Equity Shares	% of pre preferential issue capital	No. of Equity Shares	% of post preferential issue capital	Ultimate Beneficial Owner
				(Pre issue)		(Post Issue)		
1	RAJESH NAIR	ACNPN7715L	Public	2407	0.012 %	40868	0.1531 %	self
2	PREETI SURI	AUJPS5637G	Public	0	0.000 %	38461	0.1441 %	self
3	SREEKALA VIJAYAN	ALDPV4568J	Public	0	0.000 %	19230	0.0720 %	self
4	PALLATH ALI	AKVPA7822M	Public	0	0.000 %	38461	0.1441 %	self
5	NEETHU SEBASTIAN	AIXPH8358R	Public	0	0.000 %	19230	0.0720 %	self
6	RIJUL DAS VELIYODAN	BDRPV0761J	Public	0	0.000 %	19230	0.0720 %	self
7	IRENE SOSA KURIAKOSE	AOPPK2659J	Public	0	0.000 %	19230	0.0720 %	self
8	SIDHIQ	JCSPS8999M	Public	0	0.000 %	19230	0.0720 %	self
9	SABI VALLYARAMBATH KARUNAKARAN BALAMANI	COIPS4450L	Public	500	0.002 %	19730	0.0739 %	self
10	MANNUKUSU MBIL JOSEPH JAMES	AEOPJ6750L	Public	0	0.000 %	19230	0.0720 %	self
11	ASHISH THOMAS	AYQPA8805K	Public	0	0.000 %	38461	0.1441 %	self
12	MANOJ KUMAR NADUPARAMBIL BHASKARAN	BCEPN7415H	Public	35000	0.171 %	73461	0.2752 %	self
13	VANPULLIPARAMBIL KARAPPAN PANKAJAVALLY	AFKPP9871M	Public	0	0.000 %	21153	0.0792 %	self

14	ANTON PAULSON	CSCPA0397Q	Public	0	0.000 %	38461	0.1441 %	self
15	VATTAPPARAM BIL SUBRAMANIA N JAYAN	ACJJP6450C	Public	46978	0.229 %	66208	0.2480 %	self
16	KULANGARA OUSEPH THOBIAS	AHKPT1923G	Public	43956	0.214 %	63186	0.2367 %	self
17	BINU ALAPPATT	AFXPA9294C	Public	50000	0.244 %	80769	0.3026 %	self
18	MEERA JACOB	ATCPJ5937A	Public	0	0.000 %	19230	0.0720 %	self
19	BALAGANGAD HARATHILAKA N VELUTHEDAT H PARAMBIL GOVINDAN	AFJPV5254M	Public	0	0.000 %	19230	0.0720 %	self
20	ANGEMADATH IL JOSEPH THANKACHAN	ABRPT2549K	Public	0	0.000 %	61538	0.2305 %	self
21	MADHAVADAS MENON	CENPM4308E	Public	0	0.000 %	19230	0.0720 %	self
22	SIVARAJAN KUTTAPPAN KUTTAPPAN	AXJPK5920B	Public	98104	0.478 %	117334	0.4395 %	self
23	RAJAN THUNDINAKA THU KRISHNAN	CLCPK6853N	Public	0	0.000 %	23076	0.0864 %	self
24	BOBAN SUKUMARAN	BCXPS9276E	Public	55000	0.268 %	99230	0.3717 %	self
25	GEORGE ARAYAKUNNE L LUKA	ABGPL1846A	Public	0	0.000 %	28846	0.1081 %	self
26	DAISY THOMAS	ANXPT0019L	Public	0	0.000 %	19230	0.0720 %	self
27	SREEJA RAGHAVAN	DFKPR9306N	Public	0	0.000 %	19230	0.0720 %	self
28	LINYMOL ANTONY	AESPA6728B	Public	17582	0.086 %	36812	0.1379 %	self

29	JOSEPH CHERIAN JOSEPH	ANIPJ0502B	Public	0	0.000 %	19230	0.0720 %	self
30	ARAVIND JAYAKUMAR JYOTHISREE	AWUPJ3946 Q	Public	0	0.000 %	38461	0.1441 %	self
31	KOTTARATHIL PHILIP VARGHESE	AEHPK6836K	Public	0	0.000 %	19230	0.0720 %	self
32	KUNDANNUR KRISHNAN ACHARI SUNIL KUMAR	ANTPK8691H	Public	25000	0.122 %	63461	0.2377 %	self
33	VINESH BABY MOOLEN	ATOPM5988 Q	Public	0	0.000 %	19230	0.0720 %	self
34	KAKKASSERY MANEY FREEJO	AACPF9906A	Public	0	0.000 %	38461	0.1441 %	self
35	JESSY ANTONY	AFXPA9295D	Public	0	0.000 %	38461	0.1441 %	self
36	PANDARIKKAL GOPINATHAN BABURAJAN	ADNPB6213A	Public	50000	0.244 %	69230	0.2593 %	self
37	JOSHI PAUL KANJIRATHIN GAL	AJFPJ6184Q	Public	0	0.000 %	19230	0.0720 %	self
38	RANI	CNXPR5333 M	Public	0	0.000 %	25000	0.0936 %	self
39	PRINCE PERUMBILLY PATHROSE	CEMP5207E	Public	0	0.000 %	19230	0.0720 %	self
40	VALOOPARAM BIL RAJESH DEEPA	AVUPD4749E	Public	0	0.000 %	38461	0.1441 %	self
41	VALOOPARAM BIL KUTTAN RAGHU	ANIPR9932M	Public	0	0.000 %	38461	0.1441 %	self
42	JAMALU	AKJPJ3365L	Public	0	0.000 %	38461	0.1441 %	self
43	KUTTAPPAN VADAKKAPUR AKKAL KUMARI	BOBPK3492J	Public	0	0.000 %	19230	0.0720 %	self

44	MANKARA SANKARAN RADHAKRISHNAN	AFDPR0533H	Public	0	0.000 %	19230	0.0720 %	self
45	DEVASSY THAIKKATTIL JOSEPH	AOHPJ1486Q	Public	0	0.000 %	38461	0.1441 %	self
46	SOFY WILSON	AEAPN1072P	Public	0	0.000 %	19230	0.0720 %	self
47	NANDAKUMAR CHANDRAN	ARCPN4749 G	Public	0	0.000 %	38461	0.1441 %	self
48	JAYANAND BALAKRISHNAN	ABRPB5774G	Public	0	0.000 %	19230	0.0720 %	self
49	SATHEESAN PARAKKAL SOUMYA	EEFPS1836R	Public	0	0.000 %	19230	0.0720 %	self
50	CHERUVIL CHACKO ANNAMMA	ACRPA2895G	Public	0	0.000 %	23076	0.0864 %	self
51	ABDUL JABBAR VAKKULATHIL	AHAPV0730H	Public	125000	0.609 %	240384	0.9004 %	self
52	PALLIPURAM JOB JOSE	ABIPJ7557Q	Public	50000	0.244 %	69230	0.2593 %	self
53	KUZHALMANNAM LAKSHMINAR AYANAN SWARNA	AJEPS3768E	Public	50000	0.244 %	69230	0.2593 %	self
54	GARATTIKKAL VELAPPAN SUDARSANAN	AWEPS1513J	Public	0	0.000 %	38461	0.1441 %	self
55	PADIKKALA ANTHAPPAN JOHNY	ACRPJ0726F	Public	0	0.000 %	19230	0.0720 %	self
56	ANILKUMAR AMBILY	AKBPA1827C	Public	4395	0.021 %	81318	0.3046 %	self
57	ABRAHAM STOTT BABU	BEAPA5381M	Public	2015	0.010 %	21245	0.0796 %	self
58	HEMA BALAKRISHNAN	AKKPB6284F	Public	0	0.000 %	19230	0.0720 %	self

59	JAMES LONAPPAN CHITILAPPI LY	AIQPC1822Q	Public	0	0.000 %	38461	0.1441 %	self
60	NJALIPARAMBIL FRANCIS PRINCE	AMDPP0636 Q	Public	0	0.000 %	38461	0.1441 %	self
61	CHALISSERY ANTONY JOS	ACNPJ8455F	Public	0	0.000 %	19230	0.0720 %	self
62	RAJEEV THEKKOOT	ADHPT2435 Q	Public	0	0.000 %	23076	0.0864 %	self
63	PRASANNAKU MARAN NAIR RAMAKRISHN A PILLAI	AEWPP7511F	Public	0	0.000 %	7692	0.0288 %	self
64	PULIKKOTTIL RAPPAL GEORGE	ACYPG8704H	Public	50000	0.244 %	61538	0.2305 %	self
65	SARASWATHI KORATH	AKDPK9077 G	Public	0	0.000 %	11538	0.0432 %	self
66	BENNI LUKOSE	ACIPL2233Q	Public	0	0.000 %	19230	0.0720 %	self
67	JIYA	APWPJ9736M	Public	0	0.000 %	19230	0.0720 %	self
68	CHACKO VALIPLAKEL GEEVARGHIS	ADGPG3754 Q	Public	50000	0.244 %	69230	0.2593 %	self
69	KALLIATH THOMAS JOSE	ADEPJ3345G	Public	50000	0.244 %	126923	0.4754 %	self
70	ALEXANDER GEORGE	ACYPG8784B	Public	50000	0.244 %	126923	0.4754 %	self
71	TINA ANTONY	APKPT1776P	Public	100000	0.488 %	176923	0.6627 %	self
72	DHANU CHERIAN ABRAHAM	ASJPA4686R	Public	0	0.000 %	38461	0.1441 %	self
73	KANDANGATH VASU VINURAJ	ADBPV1111F	Public	51086	0.249 %	70316	0.2634 %	self
74	MARTIN GEORGE	BOLPG4138R	Public	50000	0.244 %	69230	0.2593 %	self
75	JENIL JOSE	AFVPJ9784J	Public	0	0.000 %	19230	0.0720 %	self



76	VETTUMBILLY KRISHNANKU TTYNAIR ANILKUMAR	AGUPA6036 G	Public	0	0.000 %	19230	0.0720 %	self
77	JAYARSON JOSE	AIIPJ2613C	Public	0	0.000 %	19230	0.0720 %	self
78	KOLLARA VIJAYARAGHA VAN VINOD	AJHPV9475E	Public	0	0.000 %	19230	0.0720 %	self
79	USHA RAJAN	AJBPR8642R	Public	106176	0.518 %	125406	0.4698 %	self
80	MANALETHU GEORGE SUNNY	CNPPS9607B	Public	13186	0.064 %	24724	0.0926 %	self
81	CHALIL KURIAN MARY	ADPPM4027 K	Public	0	0.000 %	19230	0.0720 %	self
82	TESSY PADINJARETH ALA	AEOPA5105J	Public	0	0.000 %	7692	0.0288 %	self
83	GOPAKUMAR VIJAYAKUMAR AN NAIR	AHLPV4114E	Public	0	0.000 %	7692	0.0288 %	self
84	CENTREAL CONSULTANCY SERVICES PRIVATE LIMITED	AAJCC2559C	Public	219801 2	10.71 6%	412108 8	15.437 %	Self [Mithun Wales (PAN: AARPW6917B) and Saji S (PAN: CCTPS4797M holds 23.31% and 11.70% respectively of share capital of proposed allottee.]
85	SHEER CAPITAL VENTURES	ADNFS3090C	Public	300647 4	14.65 8%	492955 0	18.465 %	Kareepadath Gopalakrishnan Vinesh, Kareepadath Vinesh Maya

None of the Proposed Allottees have been allotted any securities of the Company except for the following during the financial year 2023-24:

Si No	Name	No of shares
1	MANOJ KUMAR NADUPARAMBIL BHASKARAN	35000
2	VATTAPPARAMBIL SUBRAMANIAN JAYAN	25000
3	BINU ALAPPATT	50000
4	BOBAN SUKUMARAN	55000
5	KUNDANNUR KRISHNAN ACHARI SUNIL KUMAR	25000
6	PANDARIKKAL GOPINATHAN BABURAJAN	50000
7	ABDUL JABBAR VAKKULATHIL	125000
8	PALLIPURAM JOB JOSE	50000
9	KUZHALLMANNAM LAKSHMINARAYANAN SWARNA	50000
10	PULIKKOTTIL RAPPAL GEORGE	50000
11	CHACKO VALIPLAKEL GEEVARGHIS	50000
12	KALLIATH THOMAS JOSE	50000
13	ALEXANDER GEORGE	50000
14	TINA ANTONY	100000
15	KANDANGATH VASU VINURAJ	50000
16	MARTIN GEORGE	50000
17	USHA RAJAN	65000

**N. Change in Control, if any, in the Company that would occur consequent to the preferential issue:**

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

**O. Recommendation from the committee of Independent Directors**

The Committee reviewed all aspects relating to the preferential issue including pricing, and has voted unanimously in favour and recommended to the board. All the Independent directors were present for the meeting.

**P. Principle terms of assets charged as securities:**

Not Applicable.

**Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable.

**R. Relevant Date:**

The relevant date for the purpose of determination of minimum price of Equity Shares to

be issued is fixed as Friday, January 5, 2024, being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.

**S. Undertaking regarding re-computation of price:**

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

**T. Certificate of Practicing Company Secretary:**

The Company has obtained the Certificate from Mr. Vivek Kumar, Practicing Company Secretary (M.No. F9353; CP No. 11036), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company, <https://suprapacific.com/policies-investors-information/>.

**U. Lock in Period:**

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

**V. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year, the Company has made allotment of equity shares on preferential basis to 93 persons for a price of Rs. 20.00 (Rupees twenty only) per equity share.

**W. Listing:**

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:**

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

## **2. Reclassification of Mr. Arunkumar C M from Promoters/ Promoter Group to "Public" shareholder category.**

Arunkumar CM which is part of the Promoters/ Promoter Group holding 46,948 (Forty six thousand nine hundred and forty eight) equity shares in aggregate, representing 0.23% of the paid-up capital of the Company, had vide letter dated 14-11-2023 requested to reclassify their shareholding to 'Public' category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

Arunkumar CM became part of the Promoters/ Promoter Group of the company consequent to the change in management of the Company.

As per Regulation 31A of the Regulations, the Board of Directors is required to analyze the request of the Outgoing Promoter and place the same before the Members in a general meeting for approval along with their views on such requests. Further, such Members

approval needs to be obtained not earlier than one month from the date of Board's approval and not later than three months from the date of Board's approval.

Accordingly, Board analyzed the request letter received from the Outgoing Promoter vis-a-vis the requirements under Regulation 31A of the Regulations. Further, Arunkumar CM have confirmed that that he shall satisfy all the conditions specified in subclause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations and have also confirmed that he shall continue to comply with the conditions mentioned in Regulation 31A of Listing Regulations post re-classification from 'Promoter/ Promoter Group' to 'Public' category at all times.

The shareholders/members hereby informed that the total Promoters/ Promoter Group holding in the Company is at 10.97%. In the event, the current reclassification is approved by the shareholders/Members of the Company and the Stock Exchanges, the total Promoters/ Promoter Group holding in the company shall be further reduced from 10.97% to 10.74%.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

### **3. To consider and increase value of Related Party Transaction with Centreal Bazar India Ltd up to ₹ 25 Crore (Rupees twenty five crore only).**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the shareholders/members of the Company through ordinary resolution. The company has already obtained approval from the members for transaction up to the value of Rs. 10 Crore. The shareholders/members are requested to consider and approve increase of value of the transaction up to 25 Crore. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds five percent of the annual consolidated turnover of the company or twenty percent of the net worth of the company, as per the last audited financial statements of the company. The Audit Committee of the Company have approved the following proposed Related Party Transactions with M/s Centreal Bazaar India Limited subject to the approval of the members. Further, the said transactions qualify as material Related Party transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval shall be sought for the same.

The particulars as to the related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions.

All related party transactions shall be in the ordinary course of business and at arm's length and shall not be prejudicial to the interest of either parties.

Name of the related Party	<b>M/s Centreal Bazaar India Limited</b>
Name of the Director who is related, if any	<b>Shri Joby George (DIN: 06429801), Shri Sandeep Babu T (DIN: 08242822), Shri Manoj K (09201589), Shri Joly Sebastian (DIN: 10168844), and Shri Anvar K S (DIN: 09763977)</b>
Nature of Relationship	<b>Common Directorship/ Common KMP</b>
Nature, Material terms, monetary value and particulars of the contract or arrangements	<b>Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Lease/ Reimbursement of Expenses / Business Support Services/Inter Corporate Loan/Sale of Fixed Assets/Purchase of Fixed Assets</b>
Tenure	<b>5 years</b>
Value of the proposed Transaction	<b>Rs. 25 Crore</b>
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	<b>Total annual turnover of the Company for FY 2022-23 was Rs. 1211 Lakh The proposed limit of related party transaction will constitute 206 % of total turnover of the Company for FY 2022-23.</b>
Justification for why the proposed transaction is in the interest of the listed entity:	The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The proposed Transactions involve transaction in relation to loans, however does not involve inter-corporate deposits, advances or investments made or given by the listed entity.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	NA
Any other information relevant or important for the members to take decision on the proposed resolution	<b>Nil</b>

Directors as mentioned as related parties above may be deemed to be interested or concerned in the Resolution. None of the other Directors of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the item No. 3 of the

notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

**4. To consider and approve the appointment of Mr. Abidh Abubakkar (DIN 08569590) as Executive Director of the Company.**

To bring more experience on the Board, your Board had appointed Mr. Abidh Abubakkar (DIN 08569590) as an Additional Director (Executive Director) with effect from 29.11.2023 for a term of 5 (Five) consecutive years.

Mr. Abidh Abubakkar is a seasoned professional with over 17 years of rich and diverse experience in the financial services sector. He served key roles with MNCs and has a robust skill set and a proven track record, he has excelled in various key areas including Business Development, Strategic Planning, Marketing, Agency Development, Financial Planning, Product Development, and Team Management.

Mr. Abidh Abubakkar also brings a wealth of expertise in Business Development, where he has demonstrated a keen understanding of market dynamics and client needs. His strategic acumen has enabled him to forge and nurture valuable partnerships, driving business growth and expansion. His proficiency in identifying opportunities and building sustainable relationships has been pivotal in achieving business objectives.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Mr. Abidh Abubakkar (DIN 08569590) as an Executive Director for a term of 5 (Five) consecutive years on the Board of the Company.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to appoint him as Executive Director.

Mr. Abidh Abubakkar (DIN 08569590) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director of the Company.

The Company has received consent and declaration in writing from Mr. Abidh Abubakkar (DIN 08569590) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. The consent and approval of the Shareholders is sought for his appointment in accordance with the provision of the Section 150 of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of the said appointment would be available for inspection at the Registered Office or Corporate Office of the Company during normal business hours on any working day without payment of any fee, by the member.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the

Notice.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

***By Order of the Board  
For Supra Pacific Financial Services Limited***

***Place: Kochi  
Date: 01.01.2024***

***Sd/-  
Leena Yezhuvath  
Company Secretary  
M. No. ACS 61387***